

Dennis F. Dunne
Nelly Almeida
MILBANK LLP
55 Hudson Yards
New York, NY 10001
Tel: (212) 530-5000
Fax: (212) 660-5219

Joshua M. Mester (admitted *pro hac vice*)
JONES DAY
555 South Flower Street
Fiftieth Floor
Los Angeles, CA 90071
Tel: (213) 489-3939
Fax: (213) 243-2539

Andrew M. Leblanc
Melanie Westover Yanez
MILBANK LLP
1850 K Street, NW, Suite 1100
Washington, DC 20006
Tel: (202) 835-7500
Fax: (202) 263-7586

Counsel to CDP Investissements Inc.

*Counsel to Community First Partners, LLC,
Celsius SPV Investors, LP, and Celsius
New SPV Investors, LP*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
CELSIUS NETWORK LLC, <i>et al.</i> , ¹)	
)	Case No. 22-10964 (MG)
Debtors.)	
)	(Jointly Administered)
)	

**STATEMENT AND RESERVATION OF RIGHTS IN
CONNECTION WITH THE DEBTORS' AMENDED MOTION FOR AN ORDER
ESTABLISHING OWNERSHIP OF ASSETS IN THE DEBTORS' EARN PROGRAM
AND PERMITTING THE SALE OF STABLECOIN IN THE ORDINARY COURSE**

Community First Partners, LLC, Celsius SPV Investors, LP, Celsius New SPV Investors, LP, and CDP Investissements Inc. (collectively, the “Series B Preferred Holders”), as beneficial

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Celsius Network LLC (2148); Celsius KeyFi LLC (4414); Celsius Lending LLC (8417); Celsius Mining LLC (1387); Celsius Network Inc. (1219); Celsius Network Limited (8554); Celsius Networks Lending LLC (3390); and Celsius US Holding LLC (7956). The location of Debtor Celsius Network LLC's principal place of business and the Debtors' service address in these chapter 11 cases is 50 Harrison Street, Suite 209F, Hoboken, New Jersey 07030.

holders, or investment advisors or managers of beneficial holders, of Series B Preferred Shares issued by Celsius Network Limited (together with its affiliated debtors and debtors in possession, the “Debtors”), by and through their undersigned counsel, hereby submit the following Statement and Reservation of Rights in connection with the *Debtors’ Amended Motion for Entry of an Order (I) Establishing Ownership of Assets in the Debtors’ Earn Program, (II) Permitting the Sale of Stablecoin in the Ordinary Course and (III) Granting Related Relief* [Dkt. No. 1325] (the “Amended Motion”)²:

Statement and Reservation of Rights

1. The Series B Preferred Holders support the Debtors’ efforts to streamline the resolution of various key legal issues that would allow these cases to proceed more smoothly to plan confirmation. The filing of the Amended Motion along with the establishment of a briefing schedule with respect to the ownership of the Earn Assets under the Terms of Use is a step in that direction.

2. Among the Requested Findings the Debtors are seeking are those that relate to the interpretation, applicability, and the binding nature of the various versions of the Terms of Use, as they relate to the question of ownership rights to assets transferred by Account Holders designated to be part of the “Earn” program. These issues, and the underlying facts necessary to resolve them, overlap with other key matters that impact the trajectory of these cases, including the issue of which entities within the Debtors’ corporate structure are liable to account holders under the Terms of Use (the “Briefed Legal Issue”), which the parties will address in the near future.³

² Capitalized terms used but not defined herein have the meanings ascribed to them in the Amended Motion.

³ See *Debtors’ Motion Seeking Entry of an Order (I) Setting a Briefing Schedule and (II) Granting Related Relief* [Dkt. No. 1338] ¶¶ 5-7.

3. Therefore, any findings the Court may make regarding the Terms of Use in connection with the Amended Motion should be expressly limited to the issues raised in the Amended Motion and should not in any way be dispositive or binding with respect to the interpretation of, and determination of any ambiguity or lack thereof in the Terms of Use as they pertain to the Briefed Legal Issue.

4. The Series B Preferred Holders reserve all of their rights regarding any arguments and determinations made with respect to the Terms of Use.

Dated: November 29, 2022
New York, New York

/s/ Dennis F. Dunne

Dennis F. Dunne
Nelly Almeida
MILBANK LLP
55 Hudson Yards
New York, NY 10001
Tel: (212) 530-5000
Fax: (212) 660-5219

- and -

Andrew M. Leblanc
Melanie Westover Yanez
MILBANK LLP
1850 K Street, NW, Suite 1100
Washington, DC 20006
Tel: (202) 835-7500
Fax: (202) 263-7586

*Counsel to Community First Partners, LLC,
Celsius SPV Investors, LP, and Celsius
New SPV Investors, LP*

/s/ Joshua M. Mester

Joshua M. Mester (admitted *pro hac vice*)
JONES DAY
555 South Flower Street
Fiftieth Floor
Los Angeles, CA 90071
Tel: (213) 489-3939
Fax: (213) 243-2539

Counsel to CDP Investissements Inc.